



Order Filed on November 9, 2020
by Clerk
U.S. Bankruptcy Court
District of New Jersey

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

Greenbaum, Rowe, Smith & Davis LLP

Nancy Isaacson, Esq. (NI/1325)
75 Livingston Avenue
Roseland, New Jersey 07068
(973) 535-1600
nisaacson@greenbaumlaw.com
Attorneys for Nancy Isaacson, SubChapter V Trustee

In re:

Bagels N' Cream, LLC,

Debtor.

Case No. 19-29019 (MBK)

Chapter 11, Subchapter V

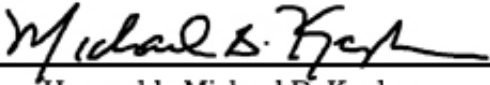
Hearing Date: November 3, 2020 at
10:00 a.m.

Honorable Michael B. Kaplan

**ORDER GRANTING MOTION OF SUBCHAPTER V TRUSTEE FOR AN ORDER
APPROVING THE SALE OF CERTAIN ASSETS OF THE DEBTOR'S ESTATE FREE
AND CLEAR OF LIENS, CLAIMS, INTERESTS, AND ENCUMBRANCES PURSUANT
TO 11 U.S.C. §§ 1185(a), 105 AND 363 AND RELATED RELIEF**

The relief set forth on the following pages, numbered (2) through three (3), is hereby
ORDERED.

DATED: November 9, 2020


Honorable Michael B. Kaplan
United States Bankruptcy Judge

Debtor: Bagels N' Cream
Case No.: 19-29019 (MBK)
Caption: ORDER GRANTING MOTION OF SUBCHAPTER V TRUSTEE FOR AN ORDER APPROVING THE SALE OF CERTAIN ASSETS OF THE DEBTOR'S ESTATE FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS, AND ENCUMBRANCES PURSUANT TO 11 U.S.C. §§ 1185(a), 105 AND 363 AND RELATED RELIEF

Upon the Motion of Nancy Isaacson, Subchapter V Trustee ("Trustee") for the estate ("Estate") of the captioned debtor ("Debtor"), requesting the entry of an order approving the sale of certain assets of the Debtor's Bankruptcy Estate to Saygili Project Development, Inc. ("Saygili") free and clear of liens, claims, interests and encumbrances pursuant to 11 U.S.C. §§ 1185(a), 105 and 363 and Federal Rule of Bankruptcy Procedure 6004, and related relief ("Motion")¹; and the Court having jurisdiction to consider the Motion and requested relief in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and due and proper notice of the Motion having been provided; and it appearing that no other notice need be provided; and the Court having read and considered the Motion; and any objections to the Motion having been resolved, withdrawn, or otherwise overruled by the Court; and the Court having determined that the Bidding Procedures set forth in the Certification of Nancy Isaacson are fair, reasonable and appropriate, reflect the Trustee's exercise of prudent business judgment consistent with her fiduciary duties, and are designed to maximize the value to be obtained by the Estate for the Personal Property; and the Court having determined that the legal and factual bases set forth in the Memorandum of Law submitted in support of the Motion and at any hearing thereon establish just and sufficient cause for the relief granted herein; it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The relief sought in the Motion is GRANTED in its entirety.
2. The APA and all of its terms and conditions are approved in their entirety.

¹ Capitalized terms not defined herein shall have the meaning ascribed in the Motion.

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3. The Bidding Procedures are approved in their entirety.

4. The APA and the Bidding Procedures set forth in the Motion are fair and reasonable.

5. Pursuant to 11 U.S.C. § 363(b), the Trustee is authorized to sell the Personal Property to Saygili for the Purchase Price as provided in the Motion.

6. Pursuant to 11 U.S.C. § 363(f), the sale of the Remnant Assets to Saygile ("Sale") shall be free and clear of any and all liens, claims, interests, and encumbrances, with such liens, claims, interests, and encumbrances to attach to the proceeds of the Sale with the same force, effect, and priority as such liens, claims, interests and encumbrances have on the Estate's right to the Personal Property, as appropriate, subject to the rights and defenses of the Trustee and any party in interest with respect thereto.

7. The Trustee and the Trustee's professionals are authorized to take such actions as are necessary to effectuate the terms of the APA, together with all additional instruments and documents that may be reasonably necessary to implement the APA.

8. Saygili is granted the protections provided to a good faith purchaser under 11 U.S.C. § 363(m).

9. The transfer of the Personal Property to Saygili pursuant to the APA constitutes a legal, valid, and effective transfer of all right, title and interest of the Trustee and the Debtor's Estate in the Personal Property, and shall vest Saygili with all of the Trustee's and the Debtor's Estate's right, title and interest in the Personal Property and proceeds thereof.

10. This Court reserves jurisdiction over the provisions of this Order and to hear and determine all matters arising from the implementation of this Order.